



THOMAS D. MARION
TREASURER

TTX COMPANY

101 NORTH WACKER DRIVE
CHICAGO, ILLINOIS 60606
(312) 853-3223

DIRECT LINE (312) 984-3821
FAX (312) 984-3855

April 5, 1999

VIA FEDERAL EXPRESS

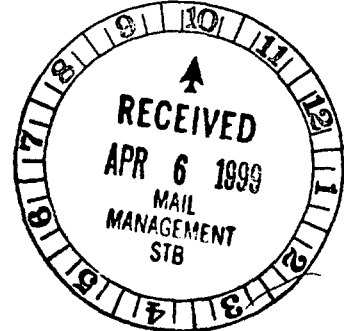
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20006

RECORDATION NO.

FILED

APR 6 '99

10-00AM



Dear Mr. Williams:

Submitted herewith for filing and recording under 49 U.S.C. Section 11301 and the regulations promulgated thereunder are four (4) fully executed documents as follows:

Manufacturing Agreement Supplement No. 1 dated as of March 24, 1999.

This document is a secondary document, supplementing the Manufacturing Agreement dated as of November 25, 1998, recorded on December 22, 1998, recordation number 21893.

Parties to this transaction are as follows:

TTX Company (Company)
101 North Wacker Drive
Chicago, Illinois 60606

Gunderson, Inc. (Manufacturer)
4350 Northwest Front Avenue
Portland, Oregon 97210

The general description of the equipment is as follows:

TYPE	AAR MECHANICAL DESIGNATION	NO. OF UNITS	MARKED	NUMBERED
Three-Platform articulated double-stack well cars with 53' wells and 125-ton trucks.	FCA	167	DTTX	723334-723500

Mr. Vernon A. Williams
April 5, 1999
Page Two

Enclosed is our check in the amount of \$26.00 to cover filing fees.

A short summary of this Supplement to appear in the Index is as follows:

"Manufacturing Agreement Supplement No. 1 covering 167 three-platform articulated double-stack well cars with 53' wells and 125-ton trucks; DTTX, numbered 723334-723500."

Once the filing has been made, please retain one copy and return the remaining stamped counterparts and transmittal letter copy to me via certified mail.

Very truly yours,



TDM:ere
Enclosures

k:\trstdm\letters\filings\willim51.doc

P.S. Please call Eric Enstrom at 312-984-3841 as soon as this agreement is recorded advising him of the recordation number, date and time. Thank you very much.

MANUFACTURING AGREEMENT SUPPLEMENT NO. 1, dated as of March 24, 1999, between GUNDERSON INC. (the "Manufacturer") and TTX COMPANY (the "Company").

The parties hereto have heretofore entered into a Manufacturing Agreement dated as of November 25, 1998, which was filed and recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301 on December 22, 1998 at 4:23 PM, recordation number 21893, which provides for the execution and delivery from time to time of supplements thereto, each substantially in the form hereof for the purpose of subjecting to said Manufacturing Agreement additional units of new, standard gauge railroad equipment.

The units of railroad equipment described in Item 1 of Annex A hereto are hereby subjected to said Manufacturing Agreement. The information set forth in Annex A hereto in respect of such units of railroad equipment, and set forth in Items 2, 3, and 4 of said Annex A, is hereby incorporated into Annex A to the Manufacturing Agreement as though originally set forth therein; provided, however, that such information shall apply and refer only to the units of railroad equipment described in Annex A hereto.


IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed and duly attested, all as of the day, month and year first above written.

GUNDERSON INC.

By: 
Vice President

(CORPORATE SEAL)

ATTEST:


Assistant Secretary

TTX COMPANY

By: 
Treasurer

(CORPORATE SEAL)

ATTEST:


Assistant Secretary

RECORDATION NO. 21893-A FILED
APR 6 '99 10-00AM

STATE OF OREGON)
) SS:
COUNTY OF MULTNOMAH)

On this 25th day of MARCH, 1999, before me personally appeared Stephen L. Ballo
_____, to me personally known, who, being by me duly sworn, says
that he is a Executive Vice President of Gunderson Inc.; that one of the seals affixed to the
foregoing instrument is the corporate seal of said corporation; that said instrument was signed
and sealed on behalf of said corporation by authority of its Board of Directors and they
acknowledged that the execution of the foregoing instrument was the free act and deed of said
corporation.

Maria M. Rollins
Notary Public

(NOTARIAL SEAL)

My Commission Expires:



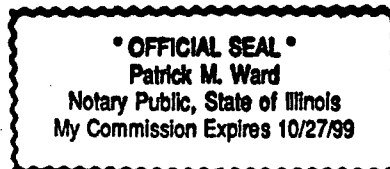
STATE OF ILLINOIS)
) SS:
COUNTY OF COOK)

On this 24th day of March, 1999, before me personally appeared Thomas D. Marion, to me
personally known, who being by me duly sworn, says that he is the Treasurer of TTX Company;
that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation;
that said instrument was signed and sealed on behalf of said corporation by authority of its
Board of Directors and he acknowledged that the execution of the foregoing instrument was the
free act and deed of said corporation.

Patrick M. Ward
Notary Public

(NOTARIAL SEAL)

My Commission expires:



ANNEX A
GUNDERSON INC.
(Manufacturer)

TTX COMPANY
(Company)

ITEM 1:

<u>Type*</u>	<u>Qty</u>	Company Car Numbers <u>(Include)</u>	<u>Unit Price</u>	<u>Total Price</u>	<u>Month Of Delivery</u>	<u>Spec. (Contract Number)</u>
DTTX	167	723334-723500			April - June, 1999	T-9098-F

ITEM 2: October 31, 1999

ITEM 3: To be determined

ITEM 4: 4350 Northwest Front Avenue
Portland, Oregon 97210

- * Three-platform articulated double stack well cars with 53' wells and 125-ton trucks. TTX Specification No. 68-43-011586, dated January 15, 1986, revised August 8, 1997, and TTX Supplemental Specification No. 68-91-980724, issued July 24, 1998. Gunderson Specification No. R-98-10 dated July 28, 1998.